1041518

FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB NUMBER: 3235-0076
Expires: April 30, 2008

Pre 06063441

DATE RECEIVED

Name of Offering (check if this is an an	nendment and name has changed, and indicate change.)	
Series CC Preferred Stock		
Filing Under (Check box(es) that apply): Type of Filing: New Filing		on 4(6) □ ULOE RECLIVED
	A. BASIC IDENTIFICATION DAT	TA C DEC & BYTHE >>
1. Enter the information requested about t	he issuer	(E)
Name of Issuer (□ check if this is an amen Extraprise Group, Inc.	dment and name has changed, and indicate change.)	213
Address of Executive Offices (Numb	er and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
321 Summer Street, Suite 6, Boston, MA	02210	617-880-4000
Address of Principal Business Operations different from Executive Offices)	(if (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business: systems integrator and business process	outsourcer specializing in customer management	PROCESSED
Type of Business Organization		DEC 2 0 2006
■ corporation	☐ limited partnership, already formed	other (please specify):
□ business trust	☐ limited partnership, to be formed	
Actual or Estimated Date of Incorporation Jurisdiction of Incorporation or Organization	or Organization 02 97 ■ Actual □ Estima on: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction	FINANCIAL e:

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA							
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 							
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Marchall IV ALE							
Marshall, Kenneth E. Business or Residence Address	(Number and	Street, City, State, Zip Co	ide)				
	(Ivamori mis	on out, only, blanc, cup of	-20,				
c/o Extraprise Group, Inc., 321 Summe	r Street, Suite 6	, Boston, MA 02210					
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Shanker, Michael							
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)				
c/o Extraprise Group, Inc., 321 Summer	r Stroot Suite 6	Roston MA 02210					
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)	- Carronotes	El Belletional Owner	- LACCOUNC OTHER	3 Director	Octional unit of managing Farmer		
McKnight, Phillip Business or Residence Address	(A) 1		1.3				
business of Residence Address	(Number and S	treet, City, State, Zip Coo	ie)				
c/o Extraprise Group, Inc., 321 Summe	r Street, Suite 6	, Boston, MA 02210					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Blundon, William							
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)				
	•	•	•				
Charles Bay (a) About A - Inc., 321 Summer				:			
Check Box(es) that Apply: Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner		
run wanie (Last name first, it individual)							
McCullen, Joseph							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
c/o Extraprise Group, Inc., 321 Summer	r Street, Suite 6	. Boston, MA 02210					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Paulanana A. A							
Koulogeorge, Mark Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)	<u> </u>			
Business of Residence readless	(rumoer und	otroci, Oity, State, Esp Co	,ac,				
c/o Extraprise Group, Inc., 321 Summer	r Street, Suite 6	, Boston, MA 02210					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
The Productivity Fund IV, L.P.							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
sis March IV colors and 1022 Challes the		30 No all and 17 700	(2				
c/o Mark Koulegeorge, 1033 Skokie Bou Check Box(es) that Apply:	Promoter □	Beneficial Owner	□ Executive Officer	□ Discotos	Gonomia - d/an Maracina Dantus		
Full Name (Last name first, if individual)	Li Fiolilotei	Delicificial Owner	□ Executive Officer	☐ Director	☐ General and/or Managing Partner		
(2000 000000, 10 0000, 10 00000,							
MeriTech Capital Partners L.P.			 				
Business or Residence Address	(Number and S	Street, City, State, Zip Co	ae)				
285 Hamilton Avenue, Suite 200, Palo Alto, CA 94301-1812							
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)	•						
Candayay Investments als							
Candover Investments ple Business or Residence Address (Number and Street, City, State, Zip Code)							
	(, e, s, e.p ee	,				
20 Old Bailey, London, EC4 7LN England							

		A. BASIC IDENT	IFICATION DATA				
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 							
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Brentwood Associates VIII, L.P.							
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)				
c/o Redpoint Ventures, 3000 Sand Hill F	Road, Building	2, Suite 290, Menlo Parl	ς CA 94025				
Check Box(cs) that Apply:	□ Promoter	 Beneficial Owner 	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Weiss, Peck & Greer Venture Associate	s V, L.L.C.		,				
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)				
c/o Lightspeed Venture Partners, 2200 S	Sand Hill Road,	, Menlo Park, CA 94025	5				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)	_						
Business or Residence Address	Business or Residence Address (Number and Street, City, State, Zip Code)						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address (Number and Street, City, State, Zip Code)							
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)	•			

B. INFORMATION ABOUT OFFERING						
1	Has the insuranced and done the insurance transfer will be one considered inventors in this official?	Yes	No			
l.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.					
2.	What is the minimum investment that will be accepted from any individual?	\$ n/a				
		Yes	No			
3.	Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or	=				
4.						
Full Non-	Name (Last name first, if individual)					
	iness or Residence Address (Number and Street, City, State, Zip Code)		·			
Nam	ne of Associated Broker or Dealer					
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers					
	(Check "All States" or check individual States)	All States				
_ [1 _ [1 _ [1	IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]			
Full	name (Last name first, if individual)					
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		·			
Nam	ne of Associated Broker or Dealer					
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers	-				
	(Check "All States" or check individual States)	All States				
_ [1	IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]			
Full	Name (Last name first, if individual)					
Business or Residence Address (Number and Street, City, State, Zip Code)						
Name of Associated Broker or Dealer						
States in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	(Check "All States" or check individual States)	All States				
-[A -[1] -[1] -[1]	IL) _ [IN] _ [IA} _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]			

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1,	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Aiready Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$_5,006,584.40_	\$ 2,006,584.40
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	s
	Partnership Interests	\$	S
	Other (Specify)	\$	\$
	Total	\$ <u>5,006,584.40</u>	\$ <u>2,006,584,40</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	17	\$ <u>2,006,584.40</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		s
	Regulation A		\$
	Rule 504		
	Total		S
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	0	S
	Printing and Engraving Costs		<u> </u>
	Legal Fecs	=	\$35,000
	Accounting Fees		\$
	Engineering Fees		s
		<u> </u>	\$
	Sales Commissions (specify finders' fees separately)		3
	Other Expenses (identify)		\$
	Total	•	\$ 35,000

	b. Enter the difference between the aggregate of and total expenses furnished in response to Par adjusted gross proceeds to the issuer."	t C - Question 4.a. This difference is the	;		\$ <u>4,971,584.40</u>		
5.	Indicate below the amount of the adjusted gross for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in a	r any purpose is not known, furnish an e total of the payments listed must equal	stimate				
				Payments to Officers, Directors, & Affiliates		Payments To Others	
	Salaries and fees	•••••••••••••••••••••••••••••••••••••••	0	\$	0	\$	
	Purchase of real estate		i)	\$	0	\$	
	Purchase, rental or leasing and installation of ma-	chinery and equipment		\$	0	\$	
	Construction or leasing of plant buildings and fac-	cilities	a	\$		\$	
	Acquisition of other business (including the value						
	that may be used in exchange for the assets or sec merger)		כו	\$		\$	
	Repayment of indebtedness	•••••••••••••••••••••••••••••••••••••••		S	D	\$	
	Working capital		n	\$	=	\$_4,971,584.40	
	Other (specify);		. 0	\$	0	\$	
			•	·c			
		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	D			\$	
	Column Totals			\$0	•	\$ <u>4,971,584.4</u> 0	
	Total Payments Listed (column totals added)		■ \$ <u>4,</u>	971,584.40	<u>) </u>		
		D. FEDERAL SIGNATI	URE				
an (e issuer has duly caused this notice to be signed by undertaking by the issuer to furnish to the U.S. Secu-accredited investor pursuant to paragraph (b)(2) or	irities and Exchange Commission, upon	If this notice written reques	is filed under Rule 505, the it of its staff, the information	following n furnished	signature constitutes I by the issuer to any	
Issi	icr (Print or Type)	Signature		Date	•	<u> </u>	
	traprise Group, Inc.	KenttErell	2	November 29,200	16		
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Type)					
Kei	nneth E. Marshall	President and Chief Executive Office	er				

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)